

RECORDATION NO. 21742-Q FILED

NOV 01 '10 -1 19 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

October 28, 2010

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street S.W., Suite 100
Washington, DC 20423
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 13, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 21742.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Archer Daniels Midland Co.
4666 Faries Parkway
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is for five (5) 4650 cu. ft. capacity covered hopper cars, with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(ADM071)

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ASSGN. NO.: ADM071

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 73 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 15, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: Richard F. Seymour
VICE PRESIDENT - RAIL OPERATIONS

Title: _____

By: KA DombrowskiName: KA DombrowskiTitle: DIRECTOR OF DOCUMENTATION Executed on this 13th day of October, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

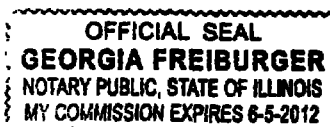
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of October, 2010

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND CORPORATION

ATTEST:

By: Randy L Jess

Name: Randy L Jess

Title: Director of Plant Management

By: Melissa Wright

Name: Melissa Wright

Title: Fuel Fleet Administrator

Executed on this 27th day of September, 2010.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

I, Rebecca A. Voigt, a Notary Public of the County and State aforesaid, certify that Randy Jess personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of September, 2010.

Rebecca A Voigt
Notary Public

Commission Expires:

6/7/2013
(Notary Public)

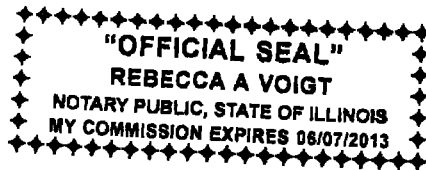


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 4650 c.f. covered hoppers with gravity-pneumatic discharge gates and interior food grad linings, 268 GRL.

CAR NUMBERS: FURX 816134, 816150, 816347, 816383, and 816392.